

ORIGINAL

124
10-17-02
JC

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

INTERNATIONAL MARKETING, INC. :
Professional Arts Building :
Suite C, P.O. Box B :
Chambersburg, PA 17201 :
Plaintiff, :

v. :

CIVIL ACTION
No. 1:CV-00-0697

COUNTERACT BALANCING :
BEADS, INC. :
13029-8th Line :
RR # 1 :
Georgetown, Ontario L7G 4S4 :
Defendant. :

(Magistrate Judge Smyser)

FILED
HARRISBURG, PA

OCT 17 2002

MARY B. ANDREA,
Per. 9/18
Deputy Clerk

APPLICATION FOR AWARD OF
ATTORNEYS' FEES

Pursuant to this Court's Order of March 28, 2002, Plaintiff,
International Marketing, Inc., respectfully applies for an award of attorneys' fees.
In support of this Motion, Plaintiff submits the following:

1. On March 28, 2002, this Court found Defendant, Counteract
Balancing Beads, Inc. in contempt of its Order of September 14, 2002.

2. In its Order of March 28, 2002, this Court ordered Defendant to pay the attorneys' fees incurred by International Marketing, Inc. in connection with its contempt motion.

3. Defendant appealed this Court's Orders of September 14, 2002 and March 28, 2002.

4. On appeal, four of the five issues raised by Defendant related only to the Order of March 28, 2002.

5. Attached hereto and made a part hereof are the Affidavits of Allen C. Warshaw, William Cramer, and Mark Watkins in support of this request for attorneys' fees.

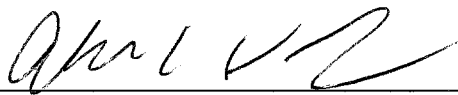
6. Plaintiff incurred attorneys' fees totaling \$61,958.68 related to the preparation, prosecution and appeal of the Motion for Contempt.

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WHEREFORE, Plaintiff, International Marketing, Inc. respectfully requests that this Court enter an Order requiring Defendant to pay to Plaintiff \$63,210.68.

Respectfully submitted,

KLETT ROONEY LIEBER & SCHORLING
A Professional Corporation

BY: 
Allen C. Warshaw, Esquire
240 North Third Street, Suite 600
Harrisburg, PA 17101-1503
(717) 231-7718
Counsel for Plaintiff

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AFFIDAVIT IN SUPPORT OF
ATTORNEYS' FEES

I, Allen C. Warshaw, being duly sworn, depose and say:

1. I am a shareholder in the firm of Klett, Rooney, Lieber & Schorling.
2. Prior to joining my present firm in June of this year, I was a partner in the firm of Duane Morris LLP for approximately fifteen years.

3. Prior to joining Duane Morris LLP, I was a Deputy Attorney General with the Commonwealth of Pennsylvania for thirteen years. While a Deputy Attorney General, I served as Chief of the Civil Litigation Section for seven years and Head of Civil Law for one year.

4. I graduated from the University of Pennsylvania in 1970 and from the Villanova School of Law in 1973.

5. I served as lead counsel for Plaintiff International Marketing, Inc. throughout the course of this litigation. My billing rate throughout the time I worked on the contempt motion and enforcement of this Court's injunctive order was \$275 per hour.

6. Working with me throughout the litigation was William Cramer. His affidavit in support of his request for attorneys' fees is attached hereto as Exhibit "A."

7. Assisting me with preparation of the Motion for Contempt was Jennifer Murphy, a seventh year associate at Duane Morris LLP. She is a graduate of the University of Texas and Dickinson School of Law. Her billing rate at the time she worked on the case was \$195 per hour.

8. Also assisting with preparation of the Motion for Contempt were attorneys from the law firm of Hahn Loeser & Parks LLP, a firm which has represented International Marketing, Inc. on various matters since 1993. An affidavit in support their request for attorneys' fees is attached hereto as Exhibit "B."

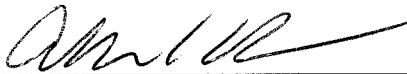
9. In relation to its Motion for Contempt and the proceedings and appeals related thereto, International Marketing, Inc. incurred attorneys' fees for services by Duane Morris LLP and Klett, Rooney, Lieber & Schorling in the total amount of \$40,398.18, \$19628.82 for services performed in the District Court and \$20,764.36 for services performed in the Court of Appeals.

10. An itemized listing of the services rendered in the District Court and the time spent is attached hereto and made a part hereof as Exhibit "C."

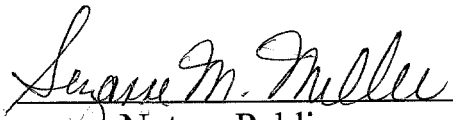
11. An itemized listing of the services rendered in the Court of Appeals and the time spent is attached hereto and made a part hereof as Exhibit "D."

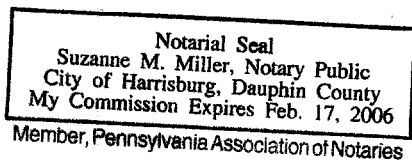
12. Because one of the five issues raised by Defendant on appeal involved the merits and not the contempt, I have apportioned 80% of the time

spent on the appeal to the contempt and enforcement of the Court's injunctive order. It was not practicable to record time separately.


Allen C. Warshaw

SWORN TO and subscribed
before me this 15th day of
October, 2002.


Notary Public



Exh A

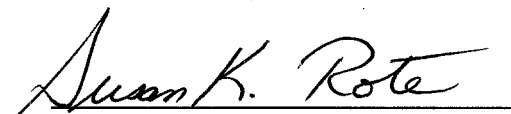
COMMONWEALTH OF PENNSYLVANIA :
 : SS
COUNTY OF FRANKLIN :

I, William C. Cramer, co-counsel for International Marketing, Inc., verify, under oath duly administered, that the attached statement is for legal services I provided on behalf of International Marketing, Inc. arising from and related to the violations of the Order of Court by Counteract Balancing Beads, Inc.

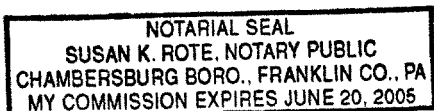


William C. Cramer

Sworn and subscribed to before
me this 2nd day of October, 2002.



Notary Public



WILLIAM C. CRAMER
ATTORNEY AT LAW
14 NORTH MAIN STREET, SUITE 414
CHAMBERSBURG, PENNSYLVANIA 17201

TELEPHONE 717
264-3711

May 1, 2002

International Marketing, Inc.
Professional Arts Building, Suite C
Chambersburg, PA 17201

FOR LEGAL SERVICES RENDERED (through March 1, 2002)

- Office and telephone conferences with client regarding post-trial violations of Lantham Act and possible contempt citations; review post-trial advertising by Counteract, concerning possible Lantham Act violations and failure of Counteract to follow Court ordered injunction; telephone conferences with Atty. Watkins, regarding procedural matters to enforce contempt citation and Lantham Act violations; telephone conferences with Atty. Warshaw regarding false advertising claims, calculation of damages and contempt citation for Lantham Act violation; review and analyze contempt citation as proposed by Atty. Warshaw; review, analyze and redraft contempt citation as faxed by Atty. Watkins

- 24.00 hrs. @ \$150.00 per hour

\$3,600.00

Exh B

IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF PENNSYLVANIA

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Defendant. :

(Magistrate Judge Smyser)

AFFIDAVIT OF ATTORNEYS' FEES

I, MARK A. WATKINS, being duly sworn, depose and say:

1. I am a partner with Hahn Loeser & Parks LLP (hereinafter "HLP"), counsel for plaintiff International Marketing, Inc. ("IMI").

2. We have represented IMI on various intellectual property and litigation matters since approximately 1993. We were requested by IMI to co-counsel with Duane Morris LLP on the post trial issues involved in the above captioned matter. I have been the HLP attorney primarily responsible for representation of IMI in this matter. I have done work or directed the work of others during the course of this litigation. As such, I have personal knowledge of all matters testified to herein.

3. In relation to its Motion to Contempt, IMI has incurred attorneys' fees for services by Hahn Loeser & Parks, LLP that total the amount of \$19,212.50.

4. A summary of the fees and costs incurred by IMI from HLP in relation to its Motion for Contempt, is attached hereto as Exhibit 1. IMI's actual invoices identifying these fees and costs are not provided due to the privileged contents of the invoices.

5. An summary of the fees and costs incurred from HLP in relation to the appeal of the Contempt Order and follow up on Counteract's compliance with the Contempt Order, is attached hereto as Exhibit 2. IMI's actual invoices identifying these fees and costs are not provided due to the privileged contents of the invoices.


6. In a few instances, billing entries included work done on behalf of IMI related to the present Motion for Contempt, combined with another pending litigation involving the same defendant. In these instances I have made a good faith attempt to properly apportion the time spent and the fees incurred for each matter.

Dated at Akron, Ohio, this 16th day of October, 2002.


Mark A. Watkins

State of Ohio)
) ss.
County of Summit)

Sworn to before me and subscribed in my presence this 16th day of October, 2002.


Notary Public

Michael H. Minns, Attorney at Law
State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.

B-1

Exhibit 1*International Marketing, Inc. v. Counteract Balancing Beads, Inc.***United States District Court for the Middle District of Pennsylvania****Case No. 1:CV-00-0697****Magistrate Judge Smyser****Summary of Fees**

<u>Invoice No.</u>	<u>Date</u>	<u>Attorney/Rate</u>	<u>Hours/Invoice</u>	<u>Total</u>
233529	12/18/2001	MAW/\$265.00	1.2	\$318.00
233529	12/18/2001	RJC/\$210.00	3.4	\$714.00
235467	01/22/2002	MAW/\$265.00	7.7	\$2040.50
235467	01/22/2002	RJC/\$210.00	1.5	\$315.00
235467	01/22/2002	ERA/\$190.00	7.1	\$1349.00
237301	02/21/2002	MAW/\$265.00	3	\$795.00
237301	02/21/2002	RJC/\$210.00	0.4	\$84.00
237301	02/21/2002	ERA/\$190.00	4.7	\$893.00
239991	03/26/2002	MAW/\$265.00	2.4	\$636.00
239991	03/26/2002	RJC/\$210.00	4.7	\$987.00
239991	03/26/2002	ERA/\$190.00	4.8	\$912.00
241313	04/22/2002	MAW/\$265.00	11.6	\$3074.00
241313	04/22/2002	RJC/\$210.00	2.1	\$441.00
241313	04/22/2002	ERA/\$190.00	3.9	\$741.00
TOTAL			58.5	\$13299.50

B-2

Exhibit 2*International Marketing, Inc. v. Counteract Balancing Beads, Inc.***United States District Court for the Middle District of Pennsylvania****Case No. 1:CV-00-0697****Magistrate Judge Smyser****Summary of Fees**

<u>Invoice No.</u>	<u>Date</u>	<u>Employee/Rate</u>	<u>Hours/Invoice</u>	<u>Total</u>
243754	5/22/2002	RJC/\$210.00	0.5	\$105.00
243754	5/22/2002	ERA/\$190.00	2.5	\$475.00
246602	7/15/2002	MAW/\$265.00	2.8	\$742.00
246602	7/15/2002	RJC/\$210.00	3	\$630.00
246602	7/15/2002	ERA/\$190.00	3.4	\$646.00
246602	7/15/2002	RMB/\$155.00	1.3	\$46.50
246602	7/15/2002	WC/\$95.00	0.7	\$66.50
247206	7/15/2002	SBH/\$100.00	0.3	\$30.00
247206	7/22/2002	MAW/\$265.00	4.6	\$1219.00
247206	7/22/2002	RJC/\$210.00	0.3	\$63.00
247206	7/22/2002	ERA/\$190.00	8.7	\$1653.00
247206	7/22/2002	RMB/\$155.00	0.2	\$31.00
247206	7/22/2002	CM/\$85.00	1.1	\$93.50
247206	7/22/2002	CMH/\$75.00	1.5	\$112.50
TOTAL			30.9	\$5913.00

Exh C

TIME AND FEES RELATED TO ENFORCEMENT OF ORDER
DATED SEPTEMBER 14, 2002

<u>DATE</u>	<u>DESCRIPTION</u>	<u>ATTORNEY</u>	<u>HOURS</u>
11/06/01	TELEPHONE FOGALS; DRAFT MOTION AND BRIEF	ACW	2.40
11/07/01	DRAFT BRIEF REGARDING CONTEMPT	ACW	3.10
12/05/01	CONFERENCE WITH ATTORNEY WARSHAW REGARDING CONTEMPT MOTION AND BRIEF; RESEARCH CBB'S WEBSITE; REVIEW SITE AND COMPARE TO PREVIOUS SITE; RESEARCH CIVIL CONTEMPT ISSUES	JLM	3.20
12/06/01	CONTINUE CONTEMPT RESEARCH; DRAFTING BRIEF; CONFERENCE WITH ATTORNEY WARSHAW	JLM	7.20
12/11/01	RESEARCH COURT'S JURISDICTION TO MODIFY ORDER WHILE CASE ON APPEAL; RESEARCH REGARDING LITERAL TRUTH AS ACTIONABLE ISSUE; DRAFTING BRIEF	JLM	4.10
12/13/01	FINAL DRAFTING AND REVISIONS TO MOTION FOR CONTEMPT, PROPOSED ORDER, AND SUPPORTING BRIEF	JLM	4.40
12/13/01	CONFERENCE WITH ATTORNEY WARSHAW REGARDING REVISIONS TO BRIEF AND MOTION FOR CONTEMPT	JLM	.10
12/13/01	EDIT CONTEMPT BRIEF; REVIEW MOTION FOR AN EXTENSION	ACW	.80
01/10/02	REVIEW COMMENTS ON CONTEMPT PETITION	ACW	.80

01/10/02	REVIEW CLIENT'S REVISIONS TO BRIEF AND MOTION; REVISE NEW DRAFTS OF MOTION AND BRIEF; CONFERENCE WITH ATTORNEY WARSHAW; CONVERT DOCUMENTS FROM WORD TO WORDPERFECT	JLM	1.40
01/11/02	FINAL REVISIONS TO BRIEF AND MOTION; REVIEW E-MAIL FROM CLIENT REGARDING ATTORNEY'S FEES ISSUE; CONFERENCE WITH ATTORNEY WARSHAW REGARDING BRIEF REVISION	JLM	.50
01/14/02	REVIEW CORRESPONDENCE; REVIEW WEBSITE	ACW	.70
01/16/02	REVIEW EDITED MOTION AND BRIEF	ACW	.80
01/16/02	REVIEW E-MAIL; REVIEW VOICE MAIL FROM ATTORNEY WARSHAW REGARDING BRIEF	JLM	.20
01/18/02	CONFERENCE WITH ATTORNEY WARSHAW; COMPARE REVISED MOTION AND BRIEFS TO ORIGINAL DRAFTS; CONFERENCE WITH ATTORNEY WARSHAW; REVISE ORIGINAL BRIEFS	JLM	1.40
01/21/02	CONFERENCE WITH ATTORNEY WARSHAW REGARDING MOTION FOR CONTEMPT AND BRIEF	JLM	.10
01/22/02	REVIEW MOTION AND BRIEF	ACW	.30
01/22/02	REVISE MOTION AND BRIEF FOR CONTEMPT; PREPARE EXHIBITS TO BRIEF; PREPARE FOR FILING	JLM	.80
01/23/02	CONFERENCE WITH ATTORNEY GOLDSTEIN'S OFFICE REGARDING NONCONCURRENCE AND FILE MOTION AND BRIEF	JLM	.20
01/30/02	TELEPHONE FOGALS AND M. WATKINS; REVIEW FILE	ACW	.70

02/01/02	REVIEW FILE REGARDING CONTEMPT	ACW	.40
02/11/02	CONFERENCE WITH ATTORNEY WARSHAW REGARDING FURTHER CONTEMPT ISSUES	JLM	.10
02/15/02	CONVERSATION WITH ATTORNEY WARSHAW REGARDING BRIEF; REVIEW BRIEF OPPOSING MOTION FOR CONTEMPT AND ATTACHED EXHIBITS	JLM	.40
02/15/02	REVIEW RESPONSE TO CONTEMPT MOTION; DRAFT REPLY BRIEF	ACW	5.70
02/19/02	TELEPHONE R. HART; DRAFT BRIEF	ACW	3.50
02/19/02	CONFERENCE WITH ATTORNEY WARSHAW REGARDING CONTEMPT BRIEF AND EXHIBITS	JML	.10
02/20/02	DRAFT BRIEF	ACW	1.50
02/20/02	REVIEW BROCHURES FORWARDED BY CO-COUNSEL AND NOTE TO ATTORNEY WARSHAW REGARDING BROCHURE	JML	.20
02/21/02	REVIEW FILE REGARDING BROCHURE; EDIT BRIEF	ACW	3.50
02/22/02	REVIEW ADDITIONS TO BRIEF	ACW	.70
02/25/02	EDIT BRIEF; REVIEW BROCHURE	ACW	1.20
02/27/02	TELEPHONE R. FOGAL, JR.; REVIEW BRIEF	ACW	.10
02/27/02	REVIEW BROCHURE FORWARDED BY CO-COUNSEL AND NOTE TO ATTORNEY WARSHAW REGARDING BROCHURE	JLM	.10
02/28/02	REVIEW ORDER; REVIEW FILE; TELEPHONE CONFERENCE WITH R. FOGAL, JR.	ACW	1.30
02/28/02	REVIEW VOICE MAIL FROM ATTORNEY WARSHAW REGARDING UPCOMING CONTEMPT HEARING	JML	.10

03/01/02	REVIEW BRIEF; TELEPHONE CONFERENCE WITH B. FOGAL, SR.	ACW	.90
03/05/02	TELEPHONE CONFERENCE WITH INTERPRETER	ACW	.40
03/05/02	CONFERENCES WITH ATTORNEY WARSHAW; CONTINUE SEARCH FOR TRANSLATOR/EXPERT WITNESS IN ITALIAN AND PORTUGUESE	JLM	1.20
03/06/02	CONTINUE SEARCH FOR EXPERT WITNESSES; CONFERENCES WITH ATTORNEY WARSHAW REGARDING PORTUGUESE EXPERT AND POSSIBLE STIPULATION	JLM	.70
03/06/02	REVIEW FILE; MEET WITH S. APICELLI REGARDING PATENT ISSUES; REVIEW SURREPLY BRIEF; TELEPHONE CONFERENCE WITH S. POTTS	ACW	1.50
03/07/02	REVIEW FILE; PREPARE FOR HEARING; TELEPHONE CONFERENCE WITH M. WATKINS; MEET WITH J. MURPHY; TELEPHONE CONFERENCE WITH TRANSLATOR	ACW	.90
03/07/02	CONTINUE SEARCH FOR TRANSLATOR; REVIEW QUOTE FROM EXACT COMMUNICATION; CONVERSATION WITH ALS REGARDING SERVICES; CONVERSATION WITH LANGUAGE SERVICES; CONFERENCE WITH ATTORNEY WARSHAW; CONVERSATION WITH LANGUAGE SERV TRANSLATION/PROOF-READING	JLM	1.20
03/08/02	PREPARE FOR HEARING; TELEPHONE CONFERENCE WITH R. FOGAL; TELEPHONE CONFERENCE WITH TRANSLATOR; TELEPHONE CONFERENCE WITH K. GOLDSTEIN	ACW	.70
03/11/02	REVIEW FILE; TELEPHONE CONFERENCE WITH INTERPRETOR; PREPARE FOR ARGUMENT	ACW	3.70

03/11/02	CONFERENCE WITH ATTORNEY WARSHAW; CONFERENCE WITH SANDRA FROM LEGAL SERVICES; WEBSITE SEARCHES AND COMPILING EXHIBITS; PREPARE FOR HEARING; CONFERENCES WITH ATTORNEY WARSHAW AND LANGUAGE SERVICES REGARDING HEARING	JLM	1.20
03/12/02	PREPARE FOR ARGUMENT; ATTEND ARGUMENT; TELEPHONE DRAFT SUMMARY OF HEARING/ARGUMENT	JLM	3.70
03/13/02	REVIEW MEMO REGARDING ARGUMENT; DRAFT PROPOSED ORDER; TELEPHONE CONFERENCE WITH R. FOGAL, SR.	JLM	1.30
03/13/02	REVIEW PROPOSED ORDER FOR CONTEMPT MOTION AND COMMENTS THERETO	JLM	.10
04/08/02	REVIEW MOTION FOR A STAY; RESEARCH REGARDING MOTION	ACW	5.10
04/08/02	REVIEW MOTION FOR STAY AND SUPPORTING BRIEF	JLM	.50
04/09/02	DRAFT BRIEF	ACW	2.40
04/09/02	REVIEW DRAFT OF BRIEF OPPOSING MOTION TO STAY; REVIEW JUDICIAL NOTICE ISSUE AND RESEARCH	JLM	.80
04/10/02	EDIT BRIEF	ACW	.80
04/10/02	CONFERENCE WITH ATTORNEY WARSHAW	JLM	.10
04/15/02	EDIT BRIEF	ACW	1.00
04/19/02	REVIEW COURT'S ORDER DENYING MOTION TO STAY	JLM	.10
04/23/02	REVIEW MOTION FOR A STAY	ACW	1.90
04/23/02	REVIEW E-MAIL FROM ATTORNEY WARSHAW; REVIEW DRAFT BRIEF OPPOSING MOTION TO STAY; REVISIONS TO BRIEF	ACW	.60

04/24/02	EDIT RESPONSE TO STAY MOTION	ACW	.50
04/25/02	REVIEW ORDER	JLM	.10

TIMEKEEPER	HOURS	VALUE
AC Warshaw	47.90	\$13,172.50
JL Murphy	35.60	<u>6,942.00</u>
		\$20,114.50

Expenses:

02/15/02	LEXIS LEGAL RESEARCH	157.33
02/19/02	LEXIS LEGAL RESEARCH	68.60
02/20/02	LEXIS LEGAL RESEARCH	130.03
02/21/02	LEXIS LEGAL RESEARCH	<u>298.90</u>
	Total	\$ 654.86
	TOTAL DUE	\$20,769.36

Exh D

TIME SPENT ON APPEAL

06/05/02	REVIEW RECORD	ACW	1.80
06/08/02	DRAFT BRIEF	ACW	1.90
06/17/02	REVIEW ORDERS AND OPINION; REVIEW CBB'S APPELLATE BRIEF	ACW	3.40
06/18/02	REVIEW RECORD REGARDING APPENDIX; REVIEW COUNTERACT BRIEF	ACW	2.70
06/19/02	DRAFT BRIEF; TELEPHONE CONFERENCE WITH R. FOGAL, JR.	ACW	5.40
06/20/02	DRAFT BRIEF; TELEPHONE CONFERENCE WITH M. WATKINS	ACW	4.00
06/21/02	REVIEW BRIEF	ACW	.80
06/22/02	DRAFT BRIEF	ACW	2.20
06/24/02	RESEARCH; DRAFT BRIEF	ACW	6.50
06/25/02	DRAFT BRIEF	ACW	5.70
06/26/02	DRAFT BRIEF	ACW	5.40
06/27/02	TELEPHONE CONFERENCE WITH M. WATKINS; REVIEW OPINION REGARDING DRAFTING BRIEF	ACW	.30
06/28/02	EDIT BRIEF	ACW	3.20
07/01/02	REVIEW BRIEF; REVIEW COMMENTS	ACW	2.10
07/02/02	TELEPHONE CONFERENCE WITH R. FOGAL, JR.; REVIEW FILE	ACW	.30
07/05/02	PREPARE MOTION FOR FEES	ACW	.30
07/08/02	PREPARE FOR ARGUMENT	ACW	1.40
07/09/02	PREPARE FOR ARGUMENT	ACW	4.30
07/10/02	PREPARE FOR ARGUMENT	ACW	2.30

07/11/02	REVIEW REPLY BRIEF	ACW	.80
07/15/02	PREPARE FOR ARGUMENT	ACW	2.10
07/16/02	PREPARE FOR ARGUMENT	ACW	1.40
07/17/02	PREPARE FOR ARGUMENT	ACW	2.40
07/22/02	PREPARE FOR ARGUMENT	ACW	4.70
07/23/04	PREPARE FOR ARGUMENT; TRAVEL	ACW	7.40
07/24/02	PREPARE FOR ARGUMENT; ARGUMENT; TRAVEL	ACW	6.80
07/25/02	REVIEW FILE; DRAFT E-MAIL REGARDING ARGUMENT	ACW	.50
09/13/02	REVIEW FILE REGARDING ATTORNEYS FEES	ACW	.70
9/13/02	REVIEW OPINION; TELEPHONE CONFERENCE WITH R. FOGAL	ACW	.60
9/15/02	REVIEW BILLS REGARDING ATTORNEYS FEES	ACW	.50
9/17/02	PREPARE ATTORNEYS FEES MATERIALS	ACW	1.00
9/18/02	REVIEW COST AND ATTORNEYS FEES DOCUMENTS	ACW	.90

TIMEKEEPER	HOURS	VALUE
Allen C. Warshaw (83.80 x .8)	67.04	\$18,436.00

KRLS AUGUST BILL:

REPRODUCTION OF DOCUMENTS	3.40
FEDERAL EXPRESS	11.41
COMPUTER RESEARCH 6/18-6/20	30.81
DUPLICATING SERVICES - CAPITOL COPY SERVICE	106.18
COMPUTER RESEARCH 7/10-7/11	205.75
COMPUTER RESEARCH 6/24-6/26	300.50
COMPUTER RESEARCH 7/15-7/17	207.50
TOTAL AUGUST EXPENSES (865.55 x .8)	\$692.44

KRLS SEPTEMBER BILL:

REPRODUCTION OF DOCUMENTS	.40
FEDERAL EXPRESS	30.11
COMPUTER RESEARCH 7/22-7/23	107.75
TOTAL SEPTEMBER EXPENSES (138.26 x .8)	\$110.61

KRLS OCTOBER BILL:

TOTAL OCTOBER EXPENSES (487.21 x .8)	\$389.77
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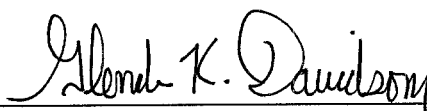
TOTAL TIME	\$18,436.00
TOTAL AUGUST EXPENSES	692.44
TOTAL SEPTEMBER EXPENSES	110.61
TOTAL OCTOBER EXPENSES	<u>389.77</u>

TOTAL DUE	\$19,628.82
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CERTIFICATE OF SERVICE

On the 17th day of October, 2002, I, Glenda K. Davidson, secretary in the law offices of Klett Rooney Lieber & Schorling, hereby certify that I have served this day a true and correct copy of the foregoing **Application for Award of Attorneys' Fees** in the above-captioned matter, via first class mail, to those persons indicated below:

Counteract Balancing Beads, Inc.
c/o Kevin W. Goldstein, Esquire
Ratner & Prestia
Suite 209, Webster
3411 Silverside Road
P.O. Box 7228
Wilmington, DE 19803



Glenda K. Davidson